

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

Kumtor Operating Company CSJC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

4. Debtor's address

Principal place of business

24 Ibraimova Street, 720001
Number Street

Bishkek
City State ZIP Code

Kyrgyz Republic
County

Mailing address, if different from principal place of business c/o Stikeman Elliott LLP, 5300 Commerce Court

199 Bay Street
Number Street

P.O. Box
Toronto Ontario, Canada M5L 1B9
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

Kyrgyz Republic
City State ZIP Code

5. Debtor's website (URL)

www.kumtor.kg/en/

Debtor	Kumtor Operating Company CSJC	Case number (if known)
Name		

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. *Check one:*

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply:*

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2122

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Kumtor Operating Company CSJC Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor Kumtor Gold Company CSJC Relationship Affiliate

District S.D.N.Y. When _____

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Kumtor Operating Company CSJC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors*

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets*

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities*

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05 /31/2021
MM / DD / YYYY

X /s/ Daniel Richard Desjardins

Signature of authorized representative of debtor

Title Authorized Representative

Daniel Richard Desjardins

Printed name

*Estimates provided on a consolidated basis for all debtors.

Debtor Kumtor Operating Company CSJC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ James L. Bromley

Signature of attorney for debtor

Date 05 /31/2021
MM / DD / YYYY

James L. Bromley

Printed name

Sullivan & Cromwell LLP

Firm name

125 Broad Street

Number Street

New York

City

NY 10004

State ZIP Code

212-558-4000

Contact phone

bromleyj@sullcrom.com

Email address

2333912

Bar number

NY

State



WRITTEN RESOLUTIONS
Extraordinary Shareholders' Meeting
Kumtor Operating Company CJSC
(the “Company” or “KOC”)

May 31, 2021

I. Voluntary Petitions and Chapter 11 Case

WHEREAS, Centerra Gold Inc. is the sole shareholder of the Kumtor Operating Company CJSC (the “Company” or “KOC”);

WHEREAS, according to Part 8 of Article 42 of the Law of the Kyrgyz Republic ‘On Joint Stock Companies’, the requirements for notification of shareholders, preparation for the general meeting of shareholders, determining the quorum, voting and vote count at the general meeting of shareholders shall not apply to a company with one shareholder, which may adopt written resolutions;

WHEREAS, according to Section 2.2 of the Restated Investment Agreement, dated June 6, 2009, among the Government of the Kyrgyz Republic on behalf of the Kyrgyz Republic, Centerra Gold Inc., Kumtor Gold Company CJSC, and KOC, only shareholders of KOC shall be entitled to any voting or other rights in respect of KOC corporate matters;

WHEREAS, the shareholder has received, reviewed, and discussed the recommendations of members of the Board of KOC and KOC’s legal advisors as to the relative risks and benefits of the strategic alternatives available to KOC, including a restructuring proceeding (the “Chapter 11 Case”) under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and has discussed forms or descriptions of the key “first day” and “second day” filings that would be proposed to be made by KOC in connection with the Chapter 11 Case (the “Initial Filings”);

ПИСЬМЕННЫЕ РЕШЕНИЯ
Внеочередного Собрания Акционеров
ЗАО «Кумтор Оперейтинг Компани»
(далее «Компания» или «КОК»)

31 Мая, 2021

I. Добровольная петиция и Дело по Параграфу 11

ПОСКОЛЬКУ, компания «Центерра Голд Инк.» является единственным акционером ЗАО «Кумтор Оперейтинг Компани» («Компания» или «КОК»);

ПОСКОЛЬКУ в соответствии с Частью 8 Статьи 42 Закона Кыргызской Республики «об Акционерных Обществах» требования об уведомлении акционеров, подготовке к общему собранию акционеров, определению кворума, голосованию и подсчету голосов на общем собрании акционеров не должны применяться к компании с одним акционером, который может принимать письменные резолюции.

ПОСКОЛЬКУ в соответствии со Статьей 2.2 Пересмотренного Инвестиционного Соглашения, заключенного 6 июня 2009 года между Правительством Кыргызской Республики от имени Кыргызской Республики, «Центерра Голд Инк.», КОК и ЗАО «Кумтор Голд Компани», только акционеры КОК имеют исключительное право голоса и любые иные права в отношении принятия решений по корпоративным вопросам КОК.

ПОСКОЛЬКУ акционер получил, рассмотрел и обсудил рекомендации членов Совета Директоров КОК и юридических консультантов КОК в отношении относительных рисков и выгоды от стратегических альтернатив доступных КОК, включая процедуру реструктуризации («Дело по Параграфу 11») в соответствии с положениями Параграфа 11 Заглавия 11 Кодекса Соединенных Штатов Америки, 11 U.S.C. §§ 101 и след. («Кодекс о Банкротстве»), и обсудил формы или описания ключевых заявлений «первого дня» и «второго дня», которые были бы предложены для предоставления в рамках Дела по Параграфу 11 («Первоначальные Заявления»); и



WHEREAS, after review and discussion and due consideration of all of the information presented to the shareholder, the shareholder deems it advisable and in the best interests of KOC, its shareholder, creditors, stakeholders and other interested parties, for KOC to commence the Chapter 11 Case by filing a voluntary petition for relief under the provisions of the Bankruptcy Code (the “**Petition**”); and

WHEREAS, the shareholder deems it advisable and in the best interests of KOC, its shareholder, creditors, stakeholders and other interested parties for KOC to make the Initial Filings.

NOW, THEREFORE, THE FOLLOWING RESOLUTIONS ARE ADOPTED:

1. In the judgment of the shareholder, it is desirable and in the best interests of KOC, its shareholder, creditors, stakeholders and other interested parties that the Petitions and the Initial Filings be filed by KOC in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”);

2. KOC is authorized, directed and empowered (i) to file the Petition and the Initial Filings and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

3. Daniel R. Desjardins, Darren Millman and Dennis Kwong (each, a “**Designated Person**” and collectively, the “**Designated Persons**”) acting alone, is hereby authorized, directed and empowered, on behalf of and in the name of KOC to execute and verify the Petition and the Initial Filings as well as all other ancillary documents and to cause the Petition and the Initial Filings to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petition, the Initial Filings, or any ancillary documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents, agreements,

ПОСКОЛЬКУ, после анализа и обсуждения и должного рассмотрения всей предоставленной акционеру информации акционер считает целесообразным и в лучших интересах КОК, его акционера, кредиторов, причастных лиц и других заинтересованных сторон, для КОК начать Дело по Параграфу 11, сделав заявление о добровольной петиции о помощи в соответствии с положениями Кодекса о Банкротстве («**Петиция**»); и

ПОСКОЛЬКУ, акционер считает целесообразным и в лучших интересах КОК, его акционера, кредиторов, причастных лиц и других заинтересованных сторон для КОК совершить Первоначальные Заявления.

СЕЙЧАС, СЛЕДОВАТЕЛЬНО, СЛЕДУЮЩИЕ РЕЗОЛЮЦИИ ПРИНЯТЫ:

1. По мнению акционера желательно и в лучших интересах КОК, его акционера, кредиторов, причастных лиц и других заинтересованных сторон, чтобы Петиции и Первоначальные Заявления были переданы КОК на рассмотрение в Суд по Банкротству Соединенных Штатов Америки Южного Округа Нью-Йорка («**Суд по Банкротству**»):

2. КОК, имеет разрешение и предписание и обладает полномочиями (i) направить Петицию и Первоначальные Заявления в Суд по Банкротству и (ii) совершить любые и все действия, которые являются обоснованными, желательными, целесообразными, удобными, должными и необходимыми для осуществления вышесказанного;

3. Даниел Р. Десджардинс, Даррен Миллман и Деннис Квонг (каждый, «**Уполномоченное Лицо**» и вместе, «**Уполномоченные Лица**»), действуя в одиночку, имеет разрешение и предписание и обладает полномочиями от лица и имени КОК подписать и подтвердить Петицию и Изначальные Заявления, а также все иные сопутствующие документы, и содействовать подаче Петиции и Изначальных Заявлений на рассмотрение Суда по Банкротству, и вносить изменения или содействовать внесению изменений в Петицию, Изначальные Заявления и любые сопутствующие документы до их

“KUMTOR OPERATING COMPANY” CJSC



ЗАО «КУМТОР ОПЕРЕЙТИНГ КОМПАНИ»

deeds, letters, instruments or certificates necessary or desirable in connection with any of the foregoing;

4. The law firm of Sullivan & Cromwell LLP (“S&C”) is hereby authorized, empowered and directed to represent KOC as its general restructuring counsel in connection with the Chapter 11 Case, to represent and assist KOC in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance KOC’s rights, including the preparation of pleadings and filings in the Chapter 11 Case; and in connection therewith, the Designated Persons, acting alone or in any combination, are hereby, authorized, directed and empowered, on behalf of and in the name of KOC to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of S&C;

5. The law firm of Stikeman Elliot LLP (“Stikeman”) is hereby authorized, empowered and directed to represent KOC as restructuring co-counsel with respect to Canadian law matters, in connection with the Chapter 11 Case, to represent and assist KOC in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance KOC’s rights, including the preparation of pleadings and filings in the Chapter 11 Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of KOC to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Stikeman;

подписания, и подписывать, подтверждать и отправлять или содействовать отправлению на рассмотрение всех петиций, приложений, списков, ходатайств, заявлений и иных соглашений и документов, договоров, актов, писем, юридических инструментов или сертификатов необходимых или желательных в отношении любого из вышесказанного;

4. Юридическая фирма Sullivan & Cromwell LLP (“S&C”) обладает разрешением, полномочиями и предписанием представлять интересы КОК в качестве его основного консультанта по реструктуризации в отношении Дела по Параграфу 11, представлять интересы и помогать КОК с выполнением его обязательств в соответствии с Кодексом о Банкротстве и совершать любые и все действия для защиты прав КОК, включая подготовку судебных прений и заявлений в Деле по Параграфу 11; а также в связи с этим Уполномоченные Лица, действуя в одиночку или сообща, имеют разрешение и предписание и обладают полномочиями от лица и имени КГК для подписания уместных соглашений об оказании юридических услуг, оплаты соответствующих сумм по этим соглашениям до и сразу после подачи заявления по Делу по Параграфу 11, и содействию подаче на рассмотрение соответствующего ходатайства о полномочиях для получения услуг S&C.

5. Юридическая фирма Stikeman Elliot LLP (“Stikeman”) обладает разрешением, полномочиями и предписанием представлять интересы КОК в качестве со-консультанта по реструктуризации по аспектам канадского права в отношении Дела по Параграфу 11, представлять интересы и помогать КОК с выполнением его обязательств в соответствии с Кодексом о Банкротстве и совершать любые и все действия для защиты прав КОК, включая подготовку судебных прений и заявлений в Деле по Параграфу 11; а также в связи с этим Уполномоченные Лица, действуя в одиночку или сообща, имеют разрешение и предписание и обладают полномочиями от лица и имени КГК для подписания уместных соглашений об оказании юридических услуг, оплаты соответствующих сумм по этим соглашениям до и сразу после подачи заявления по Делу по Параграфу 11, и содействию подаче на



6. The Designated Persons, acting alone or in any combination, are hereby, authorized, directed and empowered, on behalf of and in the name of KOC to engage such other counsel, financial advisor, restructuring advisor or other advisors and agents as may be necessary or desirable to represent KOC in connection with the Chapter 11 Case, and execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain such counsel, advisors and agents as necessary; and

7. KOC hereby constitutes and appoints Daniel R. Desjardins, Darren Millman and Dennis Kwong as KOC's true and lawful attorneys in fact and agents, in each case with full power of substitution and resubstitution, with full power and authority in the name, place and stead of KOC to execute, swear to, acknowledge, deliver and file in the Chapter 11 Case, any schedules, lists, motions, applications and other papers or documents that KOC or any such officer or manager of KOC deems necessary or appropriate to enable KOC to carry out the intent and to accomplish the purposes of the foregoing resolutions, provided that KOC shall at all times have the unrestricted right to unilaterally revoke these appointments and the powers provided hereunder.

II. DIP Financing

WHEREAS, the shareholder, in contemplation of the Chapter 11 Case, is considering for KOC to enter into a Debtor-In-Possession financing, the proceeds of which would be used to pay fees and expenses in connection with the Chapter 11 Case and other general corporate purposes of KOC to the extent permitted by the terms of such financing, which may be secured by a security interest in substantially all of the assets of KOC (such financing, a “DIP Financing”);

рассмотрение соответствующего ходатайства о полномочиях для получения услуг Stikeman.

6. Уполномоченные Лица, действуя в одиночку или сообща, имеют разрешение и предписание и обладают полномочиями от лица и имени КОК нанимать иных юридических консультантов, финансового консультанта, консультанта по реструктуризации и иных необходимых или желаемых консультантов и агентов для представления интересов КОК в отношении Дела по Параграфу 11, и подписывать уместные соглашения об оказании услуг, оплачивать соответствующие суммы по этим соглашениям до и сразу после подачи заявления по Делу по Параграфу 11, и содействовать подаче на рассмотрение соответствующего ходатайства о полномочиях для получения услуг от таких консультантов и агентов по мере необходимости; и

7. КОК устанавливает и назначает Даниела Р. Десджардинса, Даррена Миллмана и Денниса Квонга действительными и законными доверенными лицами и агентами, в каждом случае, с полным правом замены и перемены, с полным правом и полномочиями от лица и имени КОК подписывать, давать присягу, подтверждать, предоставлять и направлять на рассмотрение в инстанции по Делу по Параграфу 11 любые приложения, списки, ходатайства, заявления и иные соглашения и документы, которые КОК посчитает нужными или уместными для того, чтобы КОК имел возможность осуществить намерение и достичь целей вышеупомянутых резолюций, при условии, что КОК всегда сохраняет необремененное право в одностороннем порядке отменить эти назначения и права, данные настоящим документом.

II. ДВВ Финансирование

ПОСКОЛЬКУ акционер, в преддверии Дела по Параграфу 11 рассматривает получение КОК финансирования Должника-Во-Владении средства от которого будут использованы для оплаты услуг и затрат в отношении Дела по Параграфу 11 и иных общих корпоративных целей КОК в допустимых пределах положений такого финансирования, которое может быть обеспечено почти всеми активами КОК (такое

“KUMTOR OPERATING COMPANY” CJSC



ЗАО «КУМТОР ОПЕРЕЙТИНГ КОМПАНИ»

WHEREAS, the shareholder has determined that KOC will derive substantial direct and indirect benefits from the extension of credit under a DIP Financing; and

WHEREAS, in the judgment of the shareholder, it is desirable and in the best interests of KOC that KOC solicit and negotiate a DIP Financing.

NOW, THEREFORE, THE FOLLOWING RESOLUTION IS ADOPTED:

1. In the judgment of the shareholder, it is desirable and in the best interests of KOC, and necessary to carry out the business and affairs of KOC, for KOC to solicit and negotiate a DIP Financing, the final form of which shall be subject to further approval.

III. General Authorizations

THE FOLLOWING RESOLUTIONS ARE ADOPTED:

1. Daniel R. Desjardins, Darren Millman and Dennis Kwong are hereby authorized to take all such actions and to execute, deliver and file all such certificates, instruments and documents as they or any of them may consider necessary or appropriate to enable KOC to carry out the intent and purpose of the foregoing resolutions hereby adopted; and

2. Any and all actions heretofore taken, and any and all things heretofore done, by any officer, director, agent or counsel of KOC in connection with, or with respect to, the matters referred to in the foregoing resolutions be, and hereby are, approved, adopted, ratified and confirmed as authorized and valid acts taken on behalf of KOC.

финансирование, «ДВВ Финансирование»);

ПОСКОЛЬКУ, акционер определил, что КОК получит значительную прямую и косвенную пользу от получения кредита в рамках ДВВ Финансирования; и

ПОСКОЛЬКУ, по мнению акционера, желательно и в лучших интересах КОК является ходатайство о получении и проведение переговоров КОК в отношении ДВВ Финансирования.

СЕЙЧАС, СЛЕДОВАТЕЛЬНО, СЛЕДУЮЩАЯ РЕЗОЛЮЦИЯ ПРИНЯТА:

1. По мнению акционера желательно и в лучших интересах КОК, и необходимо для производства и деятельности КОК, чтобы КОК ходатайствовал о получении и проводил переговоры для получения ДВВ Финансирования, окончательная форма которого будет принята при условии дополнительного одобрения.

III. Общие Полномочия

СЛЕДУЮЩИЕ РЕЗОЛЮЦИИ ПРИНЯТЫ:

1. Даниел Р. Десджардинс, Даррен Миллман и Деннис Квонг уполномочены совершать все действия и подписывать, предоставлять и направлять на рассмотрение в инстанции все сертификаты, юридические инструменты и документы, которые они или один из них посчитает необходимыми и уместными, чтобы дать возможность КОК выполнить намерение и цель вышеуказанных резолюций, принятых этим документом; и

2. Любые и все действия, совершенные до настоящего момента, и любые и все дела, совершенные до настоящего момента любым должностным лицом, директором, агентом или консультантом КОК в отношении вопросов, упомянутых в вышеуказанных резолюциях, настоящим документом одобрены, приняты, ратифицированы и подтверждены как одобренные и правомерные действия, совершенные от лица КОК.

“KUMTOR OPERATING COMPANY” CJSC



ЗАО «КУМТОР ОПЕРЕЙТИНГ КОМПАНИ»

Скотт Перри, Представитель акционера /
Scott Perry, Representative of the Shareholder

Fill in this information to identify the case and this filing:

Debtor Name Kumtor Operating Company CSJC
United States Bankruptcy Court for the: Southern District of NY
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/31/2021
MM / DD / YYYY

X /s/ Daniel Richard Desjardins
Signature of individual signing on behalf of debtor

Daniel Richard Desjardins
Printed name

Authorized Representative
Position or relationship to debtor

Consolidated List of 30 Largest Unsecured Creditors (Excluding Insiders)

Pursuant to Local Rule 1007-2(a)(4), to the best of the Debtors' knowledge and belief, the following table sets forth the information of each of the holders of the Debtors' 30 largest unsecured claims on a consolidated basis, excluding claims of insiders. The Debtors do not currently have access to their internal financial systems following the seizure of their operations on May 15, 2021. This table therefore reflects unsecured creditors with the largest outstanding claims as of such date, which outstanding amounts likely have changed and are undetermined as of the Petition Date.

#	Name of creditor and complete mailing address	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank, loan, professional services)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
1.	Machinery Intertrade Limited Alliance House 12 Caxton Street London, Great Britain	Bulent Atar batar@borusan.com Mobile number: +7 701 951 9869	Trade Debts		Undetermined
2.	CENTRAL TREASURY OF THE MINISTRY OF FINANCE OF KYRGYZ REPUBLIC Erkindik boulevard 58, 720040, Bishkek, Kyrgyzstan	Public reception: e-mail: minfin@minfin.kg Tel: +996 (312) 66-12-27 ext.3812	Gross Proceeds Tax		Undetermined ¹
3.	IP Consult (International) Ltd Portland House, Glacis Road, GX11 1AA, Gibraltar	Stephane Kieffer s.kieffer@ciseg.eu +33 620 61 01 54	Trade Debts		Undetermined
4.	Vzryvprom Technology Ltd. BLD 34, KARBYSHEVA STR, KOSTANAY, KAZAKHSTAN	ROMANENKO ALEXANDER romanenko_a72@mail.ru +7 778 742 97 97	Trade Debts		Undetermined
5.	YSYK-KOL Resource Ltd 32 Janetov St., Tilekmat V, Jeti-Oguz Region, Issyk-Kul Obl, Kyrgyz Republic	Askhad K. Seitkaziev ASKHAD.SEITKAZIEV76@MAIL.RU +7 705008334	Trade Debts		Undetermined

¹ Amounts subject to set-off for amounts owed to Debtors pursuant to Restated Investment Agreement, dated as of June 6, 2009.

#	Name of creditor and complete mailing address	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank, loan, professional services)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
6.	Sandvik Mining and Construction KAZAKHSTAN, ALMATY, 42 TIMIRYAEV STREET, EXHIBITION HALL NO. 10, BLOCK C. 7 FLOOR	VOROZHTSOV Bunakova@sandvik.com +7 727 292 70 61	Trade Debts		Undetermined
7.	Eurasian Machinery LLP KAZAKHSTAN, ALMATY CITY, N. NAZARBAEV AVENUE, 277/66	KASSEN OV B. +7 701 208 14 91 Kemal Cetinelli kcetinelli@eurasiancm.com Sergey GREKHOV +7 701 2284822 s.grekhov@eurasiancm.com	Trade Debts		Undetermined
8.	Maxam Kazakhstan LLP 40, 4th Floor, Republic Avenue, Karaganda, Republic of Kazakhstan.	Alexey Chernov (+7) 701 705 61 64 chernov@maxam.net Aliya Makhmutova amakhmutova@maxam.net (+7) 721 2320458	Trade Debts		Undetermined
9.	Drilling Company Stalker Ltd 2 Cholpon-Atinskaya St., Bishkek, Kyrgyz Republic	Norvin V.V. +996 555771548 prospecting_ltd@mail.ru	Trade Debts		Undetermined
10.	Liebherr Export AG – Spare Parts GENERAL-GUISANSTRASSE 14, NUSSBAUMEN AG, SWITZERLAND	Steiner Sandra Sandra.Steiner@liebherr.com +41 56 2961111	Trade Debts		Undetermined
11.	Agrostroy PT LLC ROOM #10A, 43 ZHILUNOVICH STREET, MINSK, BELARUS	ANDREY BEKRENEV agrostroy@tut.by +37 517 2072036	Trade Debts		Undetermined
12.	CENTRAL TREASURY OF THE MINISTRY OF	Public reception: e-mail: minfin@minfin.kg	Issyk-Jul Development Fund		Undetermined ²

² Amounts subject to set-off for amounts owed to Debtors pursuant to Restated Investment Agreement, dated as of June 6, 2009.

#	Name of creditor and complete mailing address	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank, loan, professional services)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
	FINANCE OF KYRGYZ REPUBLIC Erkindik boulevard 58, 720040, Bishkek, Kyrgyzstan	Tel: +996 (312) 66-12-27 ext.3812			
13.	Rimex Supply Ltd. 9726 186TH STREET, SURREY BC, CANADA	ZAHRA NERVAL zahra.nerval@rimex.com +1 604 8880025	Trade Debts		Undetermined
14.	Cummins LLC KLYAZMA, 1G, KHMINKI MOSCOW REGION, RUSSIA	ANDREI STEPANOV mc864@cummins.com +7 495 9268624	Trade Debts		Undetermined
15.	SDL UGO Ltd. 184 AHUNBAEVA ST., APT 413, BISHKEK, KYRGYZ REPUBLIC	B.CHUKIN +996 550 344424	Trade Debts		Undetermined
16.	Stewart Assay and Environmental 2 KALININA ST., KARA-BALTA, JAYYL REG., CHUY OBL, KYRGYZ REPUBLIC	SALAMAT IMANAKUNOV, LABORATORY stewart-karabalta@ktnet.kg + 996 3133 61925	Trade Debts		Undetermined
17.	Maptek Ltd. 3 DARNAWAY STREET, EDINBURGH, UNITED KINGDOM	Stephen Cowley accounts@maptek.com +44 13 12258447	Trade Debts		Undetermined
18.	Usubaliyev Kylychbek V Verh-Atbashi, Stroitel'naya 3, Kyrgyz Republic	Usubaliyev Kylychbek Sadygalievic +996 550970128 chpusubaliyev@mail.ru	Trade Debts		Undetermined
19.	Goldenman Petroleum Equipment Co. RM 712, Wandaguoji Park, No 67 Fuquan str. Dongying, China	Edilbek Esenbekov 015@goldenman.cn +86 15601626937	Trade Debts		Undetermined

#	Name of creditor and complete mailing address	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank, loan, professional services)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
20.	Specpricep Company LLC PROEZO MELIORATOROV, HOUSE 38, TVER CITY, RUSSIAN FEDERATION	VOLKOVA NATALIA tvercompania@specpricep.ru +74822744503	Trade Debts		Undetermined
21.	Algol DV LLC Euro 2ND AMBULATORNIY PASSWAY, 10, 2ND FLOOR, UNIT 207, MOSCOW, Russian Federation	Ivan Loboiko loboiko.i@tsc.su +79858586432	Trade Debts		Undetermined
22.	Transityre BV Michelin Export FA Eikdong 5 PO Box 6578, 4802 HN Breda, Netherlands	Isma Bouhaddouf isma.bouhaddouf@michelin.com +33473304087 Boivka Vitaliy +7 968 534 27 87 vitaly.boivka@michelin.com	Trade Debts		Undetermined
23.	SPC Vulcan Inc 17 Akademika Artsimovicha str., rm IV, office 10, Moscow, Russian Federation	Oleg Razinkov info@vulcan-inc.ru +7 (495) 585-9733	Trade Debts		Undetermined
24.	GTH Tehnodom Germaniya LLP ROZYBAKIEVA STREET 125/1 AP 4, ALMATY, KAZAKHSTAN	v.prokopenko@outlook.com	Trade Debts		Undetermined
25.	Kemira OYJ PORKKALANKAT U 3, PO BOX 330, HELSINKI, FINLAND .	TUOMO KESKINEN tuomo.keskinen@kemira.com +358 10 86 11	Trade Debts		Undetermined
26.	Esco Belgium S.A. ZONING INDUSTRIAL, RUE DES FOURS A CHAUX, FRAMERIES BELGIUM	SVETLANA TITOVA Svetlana.Titova@escocorp.com +32 65 611563	Trade Debts		Undetermined

#	Name of creditor and complete mailing address	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank, loan, professional services)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
27.	Epiroc Central Asia LLP 14, Iliyas Zhansugiruly, Astana, Kazakhstan	Roman Uteshev roman.uteshev@epiroc.com +77770086195	Trade Debts		Undetermined
28.	Sanatori Avrora UD PKR S.BULAN-SORGOTTU, ISSYK-KUL REG., ISSYK-KUL OBL, KYRGYZ REPUBLIC	AKIBAEV A.A.	Trade Debts		Undetermined
29.	Sanatorium Kyrgyzskoe Vzmorye CHOLPON-ATA, BOSTERI, KYRGYZ REPUBLIC	NAMAZOVA ALIYA KADYRBEOVNA +996 77081-18-89	Trade Debts		Undetermined
30.	R.C. Moffatt Supply Limited 725 MACKENZIE AVE, EAST PO BOX 13, ATIKOKAN ONT P0T 1C0, CANADA	Emily Kingston salesdm@moffattsupply.com +1 780 4351921	Trade Debts		Undetermined

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Facsimile: (212) 558-3588

Proposed Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____	x	
In re	:	Chapter 11
	:	
Kumtor Gold Company CSJC and Kumtor Operating	:	Case No. ____-____ (____)
Company CSJC, ¹	:	
	:	(Joint Administration Pending)
Debtors.	:	
_____	x	

**CORPORATE OWNERSHIP STATEMENT AND
LIST OF EQUITY SECURITY HOLDERS**

Pursuant to rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Kumtor Operating Company CSJC respectfully represents that 100% of Kumtor Operating Company CSJC is owned by Centerra Gold Inc., 1 University Avenue, Suite 1500, Toronto, Ontario, M5J 2P1.

¹ The Debtors' corporate headquarters is located at 24 Ibraimova Street, 720001, Bishkek, the Kyrgyz Republic.